

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDINGS INC., *et al.*,

Debtors.

ROSSLYN LB SYNDICATION PARTNER LLC,

Plaintiff,

v.

USREO/ROSSLYN INVESTORS, LLC

Defendant.

Chapter 11

Case No. 08-13555 (JMP)

Adversary Proceeding

No. 11-02764 (JMP)

STIPULATION OF DISMISSAL WITH PREJUDICE

IT IS HEREBY STIPULATED AND AGREED by and between the foregoing parties to the above-captioned adversary proceeding that, pursuant to Rules 41(a)(1)(A)(ii) and 41(c) of the Federal Rules of Civil Procedure and Rule 7041 of the Federal Rules of Bankruptcy Procedure, this action and each claim and counterclaim that has been or could have been asserted in this action are dismissed with prejudice. Each party shall bear its own costs, expenses and attorneys' fees.

Dated: New York, New York,
October 31, 2011

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